

C H ROBINSON WORLDWIDE INC  
Form DEF 14A  
April 06, 2006

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

C.H. Robinson Worldwide, Inc.

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**8100 Mitchell Road**

**Eden Prairie, Minnesota 55344**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**May 18, 2006**

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**TO OUR STOCKHOLDERS:**

C.H. Robinson Worldwide, Inc.'s Annual Stockholders Meeting will be held on Thursday, May 18, 2006 at 10:00 a.m., local time, at our branch office located at 8855 Columbine Road, Eden Prairie, Minnesota. The purposes of the meeting are:

1. To elect three directors to serve for three-year terms or until their respective successors are elected and qualified;
2. To ratify the selection of Deloitte & Touche LLP as the company's independent auditors for the fiscal year ending December 31, 2006;
3. To amend and restate the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan; and

4. To conduct any other business that properly comes before the meeting or any adjournment of the meeting  
Our Board of Directors has fixed the close of business on March 27, 2006 as the record date for determining holders of our Common Stock that are entitled to notice of, and to vote at, our Annual Meeting.

**You are cordially invited to attend the meeting. Your vote is important. Whether or not you plan to attend the meeting, please ensure your representation at the Annual Meeting by completing, signing, and dating the enclosed proxy card, voting by telephone, or voting by using the Internet as soon as possible. Your proxy card includes instructions for each of these voting options. If you decide later to revoke your proxy, you may do so at any time before it is voted.**

By Order of the Board of Directors

Linda U. Feuss  
*Secretary*

April 11, 2006

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**C.H. ROBINSON WORLDWIDE, INC.**

**8100 Mitchell Road**

**Eden Prairie, Minnesota 55344**

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**PROXY STATEMENT**

**FOR THE**

**2006 ANNUAL MEETING OF STOCKHOLDERS**

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**May 18, 2006**

This Proxy Statement is furnished in connection with the solicitation of the enclosed proxy for use at the C.H. Robinson Annual Meeting of Stockholders, and at any adjournment of the meeting, held at our branch office located at 8855 Columbine Road, Eden Prairie, Minnesota, on Thursday, May 18, 2006, at 10:00 a.m. local time. The proxy is solicited by the Board of Directors of C.H. Robinson Worldwide, Inc. ( the company, we, us, C.H. Robinson ) for the purposes listed in the Notice of Annual Meeting of Stockholders. This Proxy Statement and Proxy Card are being mailed to our stockholders with our Annual Report to Stockholders beginning on or about April 11, 2006.

*Who is entitled to vote?*

Holders of C.H. Robinson Worldwide, Inc. Common Stock, par value \$0.10 per share, at the close of business on March 27, 2006, are entitled to vote at our Annual Meeting. March 27, 2006 is referred to as the record date. As of March 27, 2006, approximately (173,448,974) shares of Common Stock were outstanding. Each share is entitled to one vote. There is no cumulative voting.

Shares are counted as present at the Annual Meeting if either the stockholder is present and votes in person at the Annual Meeting or has properly submitted a proxy by mail, by telephone or by using the Internet. Shares representing a majority of our issued and outstanding Common Stock as of the record date must be present at the annual meeting, and entitled to vote at the Annual Meeting, in order to achieve a quorum at the Annual Meeting and to conduct business. If a quorum is not present or represented at the Annual Meeting, the stockholders and proxies entitled to vote will have the power to adjourn the Annual Meeting, without notice other than an announcement at the Annual Meeting, until a quorum is present or represented.

*How can I vote?*

If you submit your vote before the Annual Meeting using any of the following methods, your shares of C.H. Robinson's Common Stock will be voted as you have instructed:

By Mail: Simply complete, sign, and date the enclosed Proxy Card and return it in the postage-paid envelope provided.

By Telephone: If you are a registered stockholder (you hold your stock in your own name) and you live in the United States, you may submit your proxy by touch-tone telephone by calling 1-800-560-1965 and following the "Vote by Phone" instructions. See the enclosed Proxy Card for more details.

By Internet: If you are a registered stockholder and have Internet access, you may submit your proxy from any location in the world by going to <http://www.eproxy.com/chrw/> and following the "Vote by Internet" instructions. See the enclosed Proxy Card for more details.

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Submitting your proxy will not affect your right to vote in person, if you decide to attend the Annual Meeting.

If you are a beneficial stockholder (you hold your shares through a nominee, such as a broker), your nominee can advise you whether you will be able to submit voting instructions by telephone or via the Internet.

*What happens if I return my proxy without voting instructions, or withhold or abstain on a proposal?*

If you do not return voting instructions with your proxy, your proxy will be voted:

FOR the election of the nominees for director named in this Proxy Statement;

FOR the ratification of Deloitte & Touche LLP, the member firm of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, the Deloitte entities) ( Deloitte & Touche ) as our independent registered public accounting firm; and

FOR approval of the amended and restated C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan (the Omnibus Stock Plan ).  
If you return a proxy that withholds authority to vote for a nominee for director, then your shares of Common Stock covered by your proxy:

Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the vote with respect to that nominee; and

Will not be voted for that nominee.

With regard to the other proposals in this Proxy Statement, if you abstain from voting, then your shares:

Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the shares present and entitled to vote for these proposals; and

Will not be voted in favor of them. Abstentions have the effect of counting as votes against a proposal, because they add to the pool of votable shares for a proposal without contributing to the affirmative votes required to approve it.

*What is a non-vote proxy?*

If you hold your shares through a nominee, your nominee will not be permitted to exercise voting discretion on the approval of the Omnibus Stock Plan. Your nominee will return a non-vote proxy, indicating a lack of authority to vote on this proposal, unless you give your nominee specific instructions on how to vote your shares.

If your nominee returns a non-vote proxy:

Your shares covered by that non-vote will be considered present at the Annual Meeting for purposes of determining a quorum; but

Your proxy will not be considered present and entitled to vote at the Annual Meeting for purposes of calculating the vote. With regard to the approval of the Omnibus Stock Plan, non-votes will be excluded from the pool of votable shares and will have no effect on this proposal's approval.

*How do I revoke my proxy?*

You may revoke your proxy and change your vote at any time before the voting closes at the Annual Meeting. You may do this by submitting a properly executed proxy with a later date, or by delivering a written revocation, to the Secretary's attention at the company's address listed above, or in person at the Annual Meeting.

C.H. Robinson Worldwide, Inc. did not receive written notice of any stockholder proposal and, as of the date of this Proxy Statement, the Board of Directors knows of no business that will be presented for consideration at the Annual Meeting, other than the matters described in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the persons named in the enclosed Proxy Card will vote according to their best judgment.

#### **PROPOSAL ONE: ELECTION OF DIRECTORS**

The C.H. Robinson Board of Directors is divided into three classes. Stockholders elect the members of each class to serve three-year terms with the term of office of each class ending in successive years. Ken Keiser, Jerry Schwalbach and John Wiehoff are directors in the class whose term expires at the Annual Meeting. On the recommendation of our Governance Committee, the Board of Directors has nominated Mr. Keiser, Mr. Schwalbach, and Mr. Wiehoff for election to the Board of Directors at the Annual Meeting for terms of three years, and each has indicated a willingness to serve.

The other directors will continue in office for their existing terms. ReBecca Koenig Roloff, Sid Verdoorn and Michael Wickham serve in the class whose term expires in 2007. Bob Ezrilov, Wayne Fortun and Brian Short serve in the class whose term expires in 2008. There are currently no vacancies on the Board of Directors.

John Wiehoff and Linda Feuss will vote the proxies received by them for the election of Mr. Keiser, Mr. Schwalbach, and Mr. Wiehoff, unless otherwise directed. If any nominee becomes unavailable for election at the Annual Meeting, John Wiehoff and Linda Feuss may vote for a substitute nominee in their discretion as recommended by the Board of Directors.

The Board of Directors has determined that all of the directors, except for Sid Verdoorn and John Wiehoff, are independent under the current standards for independence established by the Nasdaq stock market, on which C.H. Robinson's stock is listed. Information concerning the incumbent directors is below.

Kenneth E. Keiser

(Nominee with new term expiring in 2009)

Kenneth E. Keiser, 53 years old, has been a director of the company since August, 2005. Mr. Keiser is President and Chief Operating Officer of PepsiAmericas. Prior to his current position, Mr. Keiser was President and Chief Operating Officer of Delta Beverage Company, which merged with PepsiAmericas in 1998. He also worked for 14 years with the Pepsi-Cola Bottling Group where he held a variety of positions in sales and operations. Mr. Keiser has served as a Director for Champion Air in Minneapolis and on the Executive Committee of the Minnesota Twins. Mr. Keiser holds a Bachelor of Arts from Michigan State University and served in the U.S. Army.

Gerald A. Schwalbach

(Nominee with new term expiring in 2009)

Gerald A. Schwalbach, 61 years old, has been a director of C.H. Robinson since 1997. He is currently and has been Chairman of the Board of Spensa Development Group, LLC and related companies since formation in 2003. For more than five years prior to that time, he served as Chairman of the Board of Two S Properties, Inc. and related companies. Spensa Development Group, LLC is a successor to some of the real estate

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interests of the former Two S Properties, Inc. group of companies. He was a director of BORN Information Services, Inc., a computer consulting firm from 1998 to 2004. In 1999, he became a director of TCF Financial Corporation, a bank holding company. Gerald was a director of TCF National Bank Minnesota in 1998, a subsidiary of TCF Financial Corporation. He graduated from Mankato State University in 1966 with a Bachelor of Arts degree.

John P. Wiehoff

(Nominee with new term expiring in 2009)

John P. Wiehoff, 44 years old, has been Chief Executive Officer of C.H. Robinson since May 2002, President of the company since December 1999 and a director since 2001. Previous positions with the company include Senior Vice President from October 1998, Chief Financial Officer from July 1998 to December 1999, Treasurer from August 1997 to June 1998, and Corporate Controller from 1992 to June 1998. Prior to that, John was employed by Arthur Andersen LLP. John also serves on the Board of Directors of Donaldson Company, Inc., a leading worldwide provider of filtration systems and replacement parts. He holds a Bachelor of Science degree from St. John's University.

Robert Ezrilov

(Term expires in 2008)

Robert Ezrilov, 61 years old, has been a director of the company since 1995. Currently, Bob is an employee of Cogel Management Company (an investment management company). From July 1997 to April 2001, he was President of Metacom, Inc., a company that sells prerecorded music on interactive displays. From April 1995 to July 1997, Bob was self-employed as a business consultant. Prior to that, he was a partner with Arthur Andersen LLP, which he joined in 1966 subsequent to his obtaining a BSB degree at the University of Minnesota. He also serves on the Board of Directors of Zomax, Inc. (a supply chain management company), Christopher & Banks, Inc. (an apparel retailer), and as an advisory board member to Holiday Companies (a group of related companies engaged in retailing and petroleum products).

Wayne M. Fortun

(Term expires in 2008)

Wayne M. Fortun, 57 years old, has been a director of C.H. Robinson since 2001. He is President and Chief Executive Officer of Hutchinson Technology, Inc., a world leader in precision manufacturing of suspension assemblies for disk drives. Wayne joined Hutchinson Technology, Inc. in 1975 and until 1983, he held various positions in engineering, marketing, and operations. In 1983, he was elected Director, President and Chief Operating Officer of Hutchinson Technology, Inc., and in May 1996, he was appointed its Chief Executive Officer. Wayne also serves on the Board of Directors of G&K Services, Inc. and Hutchinson Area Health Care, on the executive advisory board of the Juran Center and the International Disk Drive Equipment and Materials Association executive advisory council.

<p>ReBecca K. Roloff (Term expires in 2007)</p>	<p>ReBecca Koenig Roloff, 52 years old, has been a director of the company since 2004. She has been the Chief Executive Officer of the Minneapolis YWCA since May, 2005. Prior to that, she had been a Senior Vice President at American Express Financial Advisors, where she had been since 1988, serving as an executive in several field management and operations roles. Prior to joining American Express Financial Advisors, Becky worked for The Pillsbury Company in a variety of supply chain management, marketing, and business management positions, including serving as Vice President and Business Manager of Green Giant Fresh Vegetables. She started her career at Cargill, Inc. Becky holds a Master of Business Administration with distinction from Harvard Business School and a Bachelor of Arts from the College of St. Catherine in St. Paul, Minnesota. She has served on several community boards including as current Chair of the Board of Trustees of The Blake School in Hopkins, Minnesota, and Chair of the Board of Trustees of the College of St. Catherine.</p>
<p>Brian P. Short (Term expires in 2008)</p>	<p>Brian P. Short, 56 years old, has been a director of the company since 2002. He is Chief Executive Officer of Leamington Co., a holding company with interests in transportation, community banking, agricultural production and real estate, where he has been in management since 1984. Leamington operates Admiral Merchants Motor Freight, Inc., St. Paul Flight Center, Inc., First Farmers &amp; Merchants Banks, Municipal Parking, Inc. and Benson Parking Services, Inc. Brian also serves as a legal mediator and previously served as a United States Magistrate. His community service has included service on the Board of Directors of Catholic Charities, St. Joseph's Home for Children, Saint Thomas Academy, University of St. Thomas School of Law and William Mitchell College of Law. Brian has an undergraduate degree in economics from the University of Notre Dame and is also a graduate of its law school.</p>
<p>D.R. Sid Verdoorn (Term expires in 2007)</p>	<p>D.R. Sid Verdoorn, 67 years old, has been a director of C.H. Robinson since 1975 and Chairman of the Board since 1998. Sid was Chief Executive Officer of the company from 1977 until May 2002 and President from 1977 until December 1999. He has been with the company since 1963. He has served on the Boards of Directors of United Fresh Fruit and Vegetable Association and the Produce Marketing Association. Sid attended Central College in Pella, Iowa.</p>
<p>Michael W. Wickham (Term expires in 2007)</p>	<p>Michael W. Wickham, 59 years old, joined C.H. Robinson as a director in 2004. He retired as Chairman of the Board of Roadway Corporation in December, 2003, where he had been President and CEO from 1996 to 2003. Prior to that, he had been the President of Roadway Express, where he held a variety of management positions during his 35-year career with the company. Mike founded and was Chairman of the Board of the Motor Freight Carriers Association. He also founded and chaired The American Trucking Association, and is a director of Republic Services. He has served on the Board of Directors of Children's Hospital in Akron, Ohio and on its Foundation Board.</p>

**BOARD VOTING RECOMMENDATION**

A majority of the shares of Common Stock present in person or by proxy, and entitled to vote at the Annual Meeting, must vote for the election of a nominee to elect the nominee as director, provided that the total number of shares of Common Stock that vote on the proposal represent a majority of the Common Stock outstanding on the record date.

**The Board of Directors recommends a vote FOR the election of Mr. Keiser, Mr. Schwalbach, and Mr. Wiehoff as directors of C.H. Robinson.**

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**MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors has a policy that all directors nominated for election at the Annual Meeting are expected to attend the Annual Meeting, and all other directors are encouraged to attend. Directors attending the 2005 Annual Meeting of Stockholders were: D.R. Verdoorn, Robert Ezrilov, Wayne Fortun, Rebecca Roloff, Brian Short, Mike Wickham, and John Wiehoff. During 2005, the Board of Directors held five meetings. Each director holding office during the year attended at least 75 percent of the aggregate of the meetings of the Board of Directors (held during the period for which he or she had been a director) and the meetings of the Committees of the Board on which he or she served (held during the period for which he or she served).

Our Board of Directors has three committees: the Audit Committee, the Governance Committee, and the Compensation Committee. Currently, members and chairs of these committees are:

<b>Independent Directors</b>	<b>Audit</b>	<b>Compensation</b>	<b>Governance</b>
Bob Ezrilov	Chair	x	
Wayne Fortun		Chair	x
Ken Keiser			x
Becky Roloff	x	x	
Jerry Schwalbach	x	x	
Brian Short	x		Chair
Mike Wickham <i>The Audit Committee</i>		x	x

All Audit Committee members are independent under applicable Nasdaq listing standards and SEC rules and regulations. Our Board of Directors has determined that three members of the Audit Committee, Mr. Ezrilov, Mr. Schwalbach and Mr. Short, meet the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission. The Audit Committee provides assistance to the Board of Directors in fulfilling their oversight responsibilities relating to the quality and integrity of the financial reports of the company. The Audit Committee has the sole authority to appoint, review and discharge our independent auditors, and has established procedures for the receipt, retention, response to and treatment of complaints regarding accounting, internal controls or audit matters. In addition, the Audit Committee is responsible for:

- (1) reviewing the scope, results, timing and costs of the audit with the company's independent auditors and reviewing the results of the annual audit examination and any accompanying management letters;
- (2) assessing the independence of the outside auditors on an annual basis, including receipt and review of a written report from the independent auditors regarding their independence consistent with Independence Standards Board Standard;
- (3) reviewing and approving in advance the services provided by the independent auditors;
- (4) overseeing the internal audit function; and

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- (5) reviewing the company's significant accounting policies, financial results and earnings releases, and the adequacy of our internal controls and procedures.

The Audit Committee held five meetings during 2005. The Audit Committee has engaged Deloitte & Touche LLP as independent auditors for fiscal year 2006 and is recommending that the company's stockholders ratify this appointment at the Annual Meeting. The report of the Audit Committee is found on page 12 of this Proxy Statement.

### *The Governance Committee*

All members of the Governance Committee are independent under applicable Nasdaq listing standards. The Governance Committee serves in an advisory capacity to the Board of Directors on matters of organization and the conduct of Board activities. The Governance Committee is responsible for:

- (1) identifying and recommending candidates for service on the Board of Directors;
- (2) adopting and revising the company's Corporate Governance Guidelines;
- (3) leading the Board of Directors in its annual review of the performance of the Board and the Board Committees;
- (4) recommending director nominees for Board Committees;
- (5) periodically reviewing and making recommendations to the Board as to the size and composition of the Board, and criteria for director nominees;
- (6) making all determinations as to whether a director is independent under all applicable requirements; and
- (7) periodically reviewing the company's Corporate Compliance Program with the company's general counsel to recommend any appropriate changes to the Board.

The Governance Committee will consider Board of Director nominees recommended by stockholders that are submitted according to our company's Bylaws. The process for receiving and evaluating these nominations from stockholders is described below under the caption Nominations.

The Governance Committee held three meetings during 2005.

### *The Compensation Committee*

All Compensation Committee members are independent under applicable Nasdaq listing standards, and IRS and SEC rules and regulations. The Compensation Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to executive compensation, employee compensation and benefits programs and plans, and leadership development and succession planning. In addition, the Compensation Committee is responsible for:

- (1) reviewing corporate performance and the performance of the Chief Executive Officer;
- (2) determining the compensation and benefits for the Chief Executive Officer and other executive officers of the company;
- (3) establishing the company's compensation policies and practice;
- (4) administering the company's incentive compensation and stock plans; and
- (5) administering the company's benefits plans.

The Compensation Committee held three meetings during 2005. The Compensation Committee report on executive compensation is found on page 6 of this Proxy Statement.

The charters for each of the Committees of the Board of Directors and a reference guide for our company's code of ethics, which is a part of our Corporate Compliance Program, are posted under the Corporate Governance section of the Investors page of our website at [www.chrobinson.com](http://www.chrobinson.com).

### **Stockholder Communications with Board**

C.H. Robinson stockholders may send written communications to the Board of Directors or to any individual director by mailing it to the C.H. Robinson Worldwide, Inc. Board of Directors, c/o C.H. Robinson Corporate Secretary, 8100 Mitchell Road, Eden Prairie, MN 55344. These communications will be compiled by the Secretary and periodically submitted to the Board or individual director.

### **Nominations**

The Governance Committee considers director nominee recommendations from a wide variety of sources, including members of the Board, business contacts, community leaders, third-party advisory services, and members of management. The Governance Committee also considers stockholder recommendations for director nominees that are properly received according to the company's Bylaws and applicable rules and regulations of the SEC.

The Governance Committee determines the required selection criteria and qualifications of director nominees based upon the needs of the company at the time nominees are considered. The Board believes that the directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the company's stockholders. Preferred qualifications also include current or recent experience as a chief executive officer, expertise in a particular business discipline, and diversity of talent, experience, accomplishments, and perspective. Directors should be able to provide insights and practical wisdom based on their experience and expertise.

Stockholders wishing to nominate a director candidate must give written notice to the company's Secretary, either by personal delivery or by United States mail, postage prepaid, at the following address: 8100 Mitchell Road, Eden Prairie, MN 55344. The stockholder's notice must be received by the Secretary not later than (a) 90 days prior to the anniversary date of the immediately preceding Annual Meeting of Stockholders, or (b) the close of business on the tenth day following the date on which notice of a special meeting of stockholders for election of directors is first given to stockholders. The stockholder's notice must include all information relating to each person whom the stockholder proposes to nominate that is required to be disclosed under applicable SEC rules and regulations. This must include the written consent of the person proposed to be nominated to being named in the proxy statement as a nominee, and to serving as a director if elected. The stockholder's notice must also include:

- (1) the name and address of the stockholder making the nomination;
- (2) the number of C.H. Robinson shares entitled to vote at the meeting held by the stockholder;
- (3) a representation that the stockholder is a holder of record of C.H. Robinson stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person named in the notice; and
- (4) a description of all arrangements or understandings between the stockholder and each nominee.

The Governance Committee initially evaluates a prospective nominee based on his or her resume and other background information that has been provided to the Committee. A member of the Committee will contact for further review those candidates whom the Committee believes are qualified, who may fulfill a specific Board need and who would otherwise best make a contribution to the Board. Based on the information the Governance Committee learns during this process, it determines which nominee(s) to recommend to the Board to submit for election. The Governance Committee uses the same process for evaluating all nominees, regardless of the source of the nomination.

No candidates for director nominations were submitted to the Governance Committee by any stockholder in connection with the 2006 Annual Meeting. Any stockholder interested in presenting a nomination for consideration by the Governance Committee prior to the 2007 Annual Meeting must do so before February 17, 2007 to provide adequate time to consider the nominee and comply with our company's Bylaws.

#### **Compensation of Directors**

Each non-employee director of C.H. Robinson was paid an annual retainer of \$60,000 and no additional meeting fees. The chairman of the board receives an additional annual retainer of \$45,000, the Audit Committee chair receives an additional annual retainer of \$10,000, and the chairs of the Governance and Compensation Committees each receive an additional annual retainer of \$5,000. Other members of the Audit Committee receive an additional annual retainer of \$5,000, and other members of the Governance and Compensation Committees receive additional annual retainers of \$2,500. Retainers are paid in quarterly installments, at the end of each calendar quarter. Before the retainers are earned, the directors may elect to receive all or a portion of their retainers in restricted stock units that are immediately vested and are payable to the directors after their service on the Board of Directors has ended. For 2006 and going forward, the Board of Directors has adopted an amended compensation plan that provides for performance based restricted stock awards for directors. This will be an annual grant of restricted stock, valued at \$30,000, to non-employee directors, subject to the same performance-based criteria as management restricted stock awards. C.H. Robinson also reimburses non-employee directors for reasonable expenses incurred in attending Board meetings and for expenses incurred in obtaining continuing education related to service on our Board.

Directors who are also employees of C.H. Robinson are not separately compensated for any services provided as a director.

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## EXECUTIVE COMPENSATION

### Compensation Committee Report on Executive Compensation

The Compensation Committee of the Board of Directors (the Compensation Committee), consists of five independent directors and is responsible for reviewing our Chief Executive Officer's performance, and determining the compensation and benefits of our executive officers. The Compensation Committee is also responsible for ensuring proper design and administration of the company's incentive compensation and stock plans, including the Omnibus Stock Plan and the Robinson Companies Nonqualified Deferred Compensation Plan (the Deferred Compensation Plan).

#### *Objectives and Philosophy*

The Compensation Committee has adopted a compensation philosophy intended to achieve the following basic goals:

- (1) provide a level of total compensation necessary to attract and retain high quality executives;
- (2) provide incentive compensation aligned with corporate performance objectives and the interests of the stockholders;
- (3) emphasize team and company performance;
- (4) balance incentive compensation to achieve both short-term and long-term profitability and growth; and
- (5) encourage executives to make long-term career commitments to C.H. Robinson and our stockholders.

The Compensation Committee reviews market data and assesses the company's competitive position in each of the three primary components of executive compensation: base salary, annual bonus and long-term equity compensation. The following descriptions of the primary components of compensation contain additional detail regarding the Committee's objectives and philosophy. Compensation decisions regarding individual executives may also be based on factors such as individual performance, level of responsibility, unique skills of the executive and demands of the position.

#### *Components of Compensation*

*Base salary.* Annual base salary is designed to compensate executives for sustained performance and is intended to provide a minimum level of fixed compensation. In 2005, annual increases were determined based on an evaluation of the responsibilities of the position held, tenure in the position and the relative experience of the particular individuals.

*Annual bonus compensation.* Executive bonus incentive agreements are designed to reward executives for maintaining and growing C.H. Robinson's earnings. Annual bonus compensation is based upon a unique bonus agreement for each executive. The bonus agreements provide for variable cash compensation to be earned for achieving ranges of pretax income. Portions of the bonuses are earned for achieving earnings comparable to previous years, and portions are earned for earnings growth. The various pretax ranges are adjusted annually based upon individual responsibilities and performance. Portions of the bonuses may be guaranteed for some periods due to transition of responsibilities or other subjective factors. The bonus column of the Summary Compensation Table below contains the annual bonus earned for 2005 for the Chief Executive Officer and each of the other named executive officers.

*Long-Term Equity Compensation.* According to the Omnibus Stock Plan, officers, other employees, trusts for the benefit of employees, consultants and eligible independent contractors of C.H. Robinson may receive equity awards. The Omnibus Stock Plan allows the grant of both incentive stock options intended to qualify for preferential tax treatment under Section 422 of the Internal Revenue Code of 1986, as amended (the Code), and nonqualified stock options that do not qualify for such treatment. The Omnibus Stock Plan also permits grants of stock appreciation rights, restricted stock and restricted stock unit awards, performance awards, dividend equivalents and other stock grants or other stock-based awards. In order to encourage option exercises and share ownership, we also permit executives to exercise options using shares of our common stock to pay the exercise price and withholding taxes, if any. Upon such exercise, we grant the executive a restoration stock option

(commonly referred to as a reload option) for the number of shares surrendered. Restoration options are non-qualified options, exercisable at the then-current market price and extend for the remainder of the original option's term. Additional restoration options are not granted upon the exercise of restoration options. Option grants, including restoration options, for executive officers are shown in the Summary Compensation Table. The proposed amendment to the Omnibus Plan eliminates the ability to grant restoration stock options upon the exercise of stock options granted after the effective date of the amendment.

The Compensation Committee oversees the administration of the Omnibus Stock Plan and approves awards made under the Plan. A total of 18,000,000 shares of Common Stock were authorized for issuance under the Omnibus Stock Plan. As of March 27, 2006, there were approximately 2,400,000 shares remaining. The proposed amendment to the Omnibus Plan increases the number of shares available for Awards (as defined in the Plan) under the Plan by 10,000,000 shares of the Corporation's common stock.

The Omnibus Stock Plan will expire in 2007. The proposed amendment to the Omnibus Plan extends the term of the Plan for ten years from the date of this Annual Meeting. When deciding whom may be granted options and awards and the number of shares subject to each grant, the Committee may consider the nature of services rendered by the respective employees or consultants, their present and potential contributions to the company's success, and other factors that the Committee considers relevant. The Board of Directors may amend or discontinue the Omnibus Stock Plan at any time. The Committee may not alter or impair any award granted under the Omnibus Stock Plan without the consent of the holder of the award except as otherwise provided in the Omnibus Stock Plan or any award agreement.

During 2005, there were no stock option grants issued to the named executive officers, other than the grant of restoration options as detailed below in note (1) to the table entitled, "Option Grants in Fiscal 2005." The named executive officers were granted additional performance based restricted stock awards in 2005. These awards are scheduled to begin vesting in 2006 for up to five years, based on company performance.

During 2000, C.H. Robinson adopted the Deferred Compensation Plan that provides to a select group of management employees the opportunity to defer a specified percentage or dollar amount of their base salary and/or annual bonus compensation. The company may contribute other forms of compensation to an employee's account and impose other restrictions under the Plan. The Deferred Compensation Plan was amended in 2005 to comply with the American Jobs Creation Act of 2004. The Plan is more fully described in the section of the Proxy titled, "Robinson Companies Nonqualified Deferred Compensation Plan."

#### **Chief Executive Officer Performance Evaluation and Compensation**

The determination of the Chief Executive Officer's base salary, bonus, and long-term incentive compensation for fiscal 2005 followed the policies set forth above for executive compensation. The Compensation Committee annually conducts a separate performance evaluation in determining the Chief Executive Officer's compensation.

During 2005, Mr. Wiehoff's base salary was increased 50 percent over 2004, to \$300,000, to make it more consistent with average benchmark salaries. Mr. Wiehoff received a cash bonus pursuant to the company's Management Bonus Plan in the amount of \$825,000, in recognition of strong corporate performance and his individual performance. The Management Bonus Plan in 2005 awarded bonus compensation for achieving adjusted earnings in certain ranges. The bonus awarded in 2005 exceeded the bonus awarded in 2004 based on growth of adjusted earnings. Individual performance factors include executive talent development and succession planning, alignment of the business with annual and long-range business plans, and business development.

There were 120,000 additional restricted shares granted to Mr. Wiehoff during 2005 pursuant to the Omnibus Stock Plan. Restricted shares granted in 2005 are in the Deferred Compensation Plan and are available to vest over five calendar years, beginning in 2006. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares that are unvested at the end of the five years are forfeited back to the company. Restricted shares granted in 2003 are in the Deferred Compensation Plan and are fully vested. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award.

### **Compensation Limitations**

Section 162(m) of the Internal Revenue Code generally limits the corporate deduction for compensation paid to executive officers to \$1.0 million, unless the compensation qualifies as performance-based compensation under the Code. The Committee reviewed the potential consequences for the company of Section 162(m) and believes that this provision did not affect the deductibility of compensation paid to our executive officers in 2005. The adoption by the shareholders at the 2005 Annual Meeting of the 2005 Bonus Plan and the amended and restated Omnibus Stock Plan permitted the company to issue compensation that qualifies as performance-based compensation in 2005 and subsequently.

Wayne Fortun  
Robert Ezrilov  
Rebecca Koenig Roloff  
Gerald Schwalbach  
Michael Wickham  
*The Members of the Compensation Committee of the Board of Directors*

### **Compensation Committee Interlocks and Insider Participation**

The members of the Compensation Committee are Wayne Fortun, Robert Ezrilov, ReBecca Koenig Roloff, Gerald Schwalbach, and Michael Wickham. No executive officer of C.H. Robinson served as a member of the Compensation Committee or as a director of any other entity whose executive officers served on the Compensation Committee or as a director of the company.

### **Summary Compensation Table**

The following table shows all compensation awarded to, earned by, or paid for services rendered to C.H. Robinson in all capacities during the years ended December 31, 2005, 2004, and 2003, by the company's Chief Executive Officer and the four other most highly compensated executive officers.

	Fiscal Year	Annual Compensation		Long-Term Compensation Awards		All Other Compensation (\$) (3)
		Salary (\$)	Bonus (\$) (1)	Restricted Stock Awards (\$)	Underlying Options (#) (2)	
John P. Wiehoff	2005	\$ 300,000	\$ 825,000	\$ 4,662,000(4)	0	\$ 27,986
President and Chief Executive Officer	2004	200,000	725,000	0	7,372	20,987
	2003	200,000	525,000	1,568,000(5)	102,758	21,715

James P. Lemke

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Vice President, Produce	2005	150,000	357,310	1,359,750(6)	0	28,915
	2004	150,000	236,808	0	0	18,450
	2003	150,000	270,556	638,007(7)	32,612	18,000
Joseph J. Mulvehill	2005	150,000	311,000	0	8,724	28,915
Vice President, International	2004	150,000	253,229	0	19,652	18,450
	2003	150,000	222,527	392,000(8)	20,000	18,000
Mark Walker	2005	150,000	280,000	1,748,250(9)	0	27,057
	2004	150,000	185,000	0	0	20,987
Vice President, Transportation	2003	150,000	160,000	588,000(10)	30,000	21,715
James Butts	2005	150,000	280,000	1,748,250(11)	1,309	27,057
Vice President, Transportation	2004	150,000	170,000	0	0	22,255
	2003	150,000	140,000	588,000(12)	30,000	21,715

- (1) C.H. Robinson pays bonuses to executives when the company achieves certain corporate performance objectives and the particular executive achieves certain objectives established on a year-over-year basis.

- (2) The total number of shares subject to option awards were restoration options (as more fully described below in note (1) to the table entitled Option Grants in Fiscal Year 2005 ) received by the named executive officers, as follows: Mr. Wiehoff , 7,372 shares in 2004 and 22,758 shares in 2003; Mr. Mulvehill, 8,724 shares in 2005 and 19,652 shares in 2004; Mr. Butts, 1,309 shares in 2005.
- (3) Represents company-matching cash and profit sharing contributions to the Robinson Companies Retirement Plan (a 401(k) plan), and the fair market value of tax services under the executive tax program.
- (4) Represents 120,000 restricted shares placed into the Deferred Compensation Plan in 2005 with a grant price per share at \$38.85. These restricted shares granted in 2005 are available to vest over five calendar years beginning in 2006. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until January 2013. The vested shares will be paid out in five equal annual installments. The restricted shares earn dividends at the same rate as Common Stock.
- (5) Represents 80,000 restricted shares placed into the Deferred Compensation Plan in 2003 with a grant price per share at \$19.60. Restricted shares granted in 2003 are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.
- (6) Represents 35,000 restricted shares placed into the Deferred Compensation Plan in 2005 with a grant price per share at \$38.85. These restricted shares granted in 2005 are available to vest over five calendar years beginning in 2006. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the earlier of two years after the executive terminates employment with the company, or January 2013. The restricted shares earn dividends at the same rate as Common Stock.
- (7) Represents 32,612 restricted shares placed into the Deferred Compensation Plan in 2003, 30,000 with a grant price per share at \$19.60 and 2,612 with a grant price per share of \$19.15. 30,000 of these restricted shares granted in 2003 are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award. Any shares unvested after five years are forfeited back to the company. 2,612 of the restricted shares vested immediately. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.
- (8) Represents aggregate holdings of 20,000 restricted shares placed into the Deferred Compensation Plan in 2003 with a grant price per share at \$19.60. Restricted shares granted in 2003 are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.
- (9) Represents 45,000 restricted shares placed into the Deferred Compensation Plan in 2005 with a grant price per share at \$38.85. These restricted shares granted in 2005 are available to vest over five calendar years beginning in 2006. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn

dividends at the same rate as Common Stock.

- (10) Represents aggregate holdings of 30,000 restricted shares placed into the Deferred Compensation Plan in 2003 with a grant price per share at \$19.60. Restricted shares granted in 2003 are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.
  
- (11) Represents 45,000 restricted shares placed into the Deferred Compensation Plan in 2005 with a grant price per share at \$38.85. These restricted shares granted in 2005 are available to vest over five calendar years beginning in 2006. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.
  
- (12) Represents aggregate holdings of 30,000 restricted shares placed into the Deferred Compensation Plan in 2003 with a grant price per share at \$19.60. Restricted shares granted in 2003 are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: year-over-year growth rates in income from operations and diluted net income per share are averaged, and then five percentage points are added to that number. Based on the same formula, the vesting percentage has been 23, 32, and 45 percent respectively for the three years of the 2003 restricted stock award. Any shares unvested after five years are forfeited back to the company. All shares remain in the Plan until after the executive terminates employment with the company. The restricted shares earn dividends at the same rate as Common Stock.

### Option Grants in 2005

The following table provides information on grants of restoration stock options during 2005 to the executive officers named in the Summary Compensation Table.

Name	Number of Securities Underlying Options Granted(#)	Individual Grants (1) % of Total Options Granted to Employees in Fiscal			Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (3)	
		Year (2)	Exercise Price Per Share(\$/Sh)	Expiration Date	5%(\$)	10%(\$)
Joseph J. Mulvehill	3,386	6.48	27.58	2/1/2011	30,207.17	68,134.12
Joseph J. Mulvehill	2,652	5.07	27.58	2/15/2012	28,681.88	66,500.09
Joseph J. Mulvehill	2,686	5.14	27.58	2/7/2013	34,108.26	81,218.95
Jim Butts	1,309	2.50	41.25	10/15/07	52,398.49	10,721.59

- (1) The options shown in this table are non-qualified restoration stock options and are granted pursuant to the company's Omnibus Stock Plan. A restoration option (also referred to as a reload option) is granted when an original option is exercised and payment of the exercise price or tax withholding obligation is made by delivery of previously owned shares of Common Stock. Each restoration option is granted for the number of shares tendered as payment for the exercise price and tax withholding obligation, has a per share exercise price equal to the fair market value of a share of Common Stock on the date of grant, is exercisable in full on the date of grant, and expires on the same date as the original option.
- (2) During 2005, the company granted restoration options for an aggregate of 52,261 shares of Common Stock to employees, including the named executive officers listed. The other three named executive officers did not receive any option grants during 2005.
- (3) Amounts represent hypothetical gains that could be achieved for the respective options if exercised at the end of the option term. The five percent and ten percent assumed annual rates of compounded stock price appreciation are mandated by rules of the Commission and do not represent C.H. Robinson's estimate or projection of the company's future Common Stock prices. These amounts represent certain assumed rates of appreciation in the value of our Common Stock from the fair value on the date of grant. Actual gains, if any, on stock option exercises are dependent on the future performance of the Common Stock and overall stock market conditions.

#### Aggregated Option Exercises in Last Fiscal Year and

#### Value of Options Held at December 31, 2005

The following table provides information on option exercises in fiscal 2005 by the executive officers named in the Summary Compensation Table, and the value of such officers' unexercised options at the end of fiscal 2005.

Name	Shares Acquired on Exercise		Number of Unexercised Options Held at December 31, 2005 (#)		Value of Unexercised In-the-Money Options Held At December 31, 2005 (\$)(1)	
	(#)	Value Realized (\$)	Exercisable	Unexercisable	Exercisable	Unexercisable
John P. Wiehoff	0	\$ 0	384,348	110,000	\$ 9,741,100	\$ 2,465,350
Joseph J. Mulvehill	16,670	438,307	101,360	33,000	2,453,955	741,440
James P. Lemke	0	0	47,750	29,500	1,238,211	657,810
Mark Walker	0	0	100,200	33,000	2,669,823	741,440
Jim Butts	12,000	441,000	61,809	39,500	1,446,337	848,380

- (1)

Value has been determined based on the difference between the last sale price of our Common Stock as reported by The Nasdaq National Market on December 31, 2005 (\$37.03) and the per share option exercise price, multiplied by the number of shares subject to the in-the-money options.

**Robinson Companies Nonqualified Deferred Compensation Plan.**

During 2000, C.H. Robinson adopted the Deferred Compensation Plan, which is available to a select group of management employees. The Deferred Compensation Plan permits participants to defer base salary and/or cash incentive compensation in accordance with the terms of the Deferred Compensation Plan. The amount of compensation to be deferred by each participant will be based on elections by each participant under the terms of the Deferred Compensation Plan.

In connection with the Deferred Compensation Plan, we created a non-qualified grantor trust (the Trust ), commonly known as a Rabbi Trust. The assets of the Trust will be used to pay benefits. The assets of the Trust are subject to the claims of general creditors of the company in cases of insolvency and bankruptcy. As a result, the deferred compensation obligations will be unsecured obligations of the company to pay deferred compensation in the future in accordance with the terms of the Deferred Compensation Plan, and will rank equally with other unsecured and unsubordinated indebtedness of C.H. Robinson from time to time outstanding.

The amounts of base salary and cash incentive compensation deferred by a participant (a Deferral ) will be credited with earnings and investment gains and losses, by assuming that the Deferral was invested in one or more index funds selected by the participant in accordance with the terms of the Deferred Compensation Plan. The index funds include various mutual funds, with different degrees of risk, and a stock fund whose return reflects the return on the company's Common Stock.

The Compensation Committee administers the Deferred Compensation Plan and approves participation thereunder. The Compensation Committee may amend or discontinue the Deferred Compensation Plan at any time. Except as provided in the plan, the Compensation Committee may not alter or impair any benefits payable under the Deferred Compensation Plan without the consent of the participant. Pursuant to the authority granted to the Compensation Committee under the Deferred Compensation Plan and in accordance with the terms of the Omnibus Stock Plan, John P. Wiehoff received 338,984 deferred shares of C.H. Robinson Common Stock in December 2000. These deferred shares vest ratably over a period of fifteen (15) years from the date of grant provided he remains employed by the company, and

vesting will not be accelerated on account of death, disability, change in control or any other reason. In 2005, 26,343 shares became vested. These deferred shares are subject to other restrictions as defined in the Deferred Compensation Plan. The dividends on these shares have been used to purchase 14,538 shares of Common Stock (3,744 of these shares during 2005), all of which are fully vested.

The restricted shares issued in 2003 and 2005 to the named executive officers were placed into the Deferred Compensation Plan and are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: five percentage points are added to the average of the year-over-year growth rate in income from operations and diluted net income per share. Any shares that are unvested at the end of the five years are forfeited back to the company.

### Performance Graph

The following graph shows a comparison of cumulative total returns for C.H. Robinson's Common Stock, the Standard & Poor's 500 Composite Stock Index and the Nasdaq Trucking & Transportation Index through December 31, 2005, assuming the investment of \$100 on December 31, 2000, and the reinvestment of dividends. During 2000, C.H. Robinson was added to Standard & Poor's MidCap 400 Stock Index, and we have decided to show the comparison of our performance against that index as well. We have also been added to the Nasdaq 100 Index.

#### Index

	Cumulative Total Return					
	12/00	12/01	12/02	12/03	12/04	12/05
C.H. ROBINSON WORLDWIDE, INC.	\$ 100.00	\$ 92.63	\$ 100.80	\$ 123.68	\$ 183.23	\$ 247.15
S & P 500	100.00	88.12	68.64	88.33	97.94	102.75
S & P MIDCAP 400	100.00	99.39	84.97	115.24	134.23	151.08
NASDAQ TRUCKING & TRANSPORTATION	100.00	120.47	116.37	164.35	192.85	195.09

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table contains information regarding beneficial ownership of C.H. Robinson's Common Stock as of March 27, 2006 by (i) each person who is known by the company to own beneficially more than five percent of the Common Stock, (ii) each director or nominee, and each executive officer of the company named in the Summary Compensation Table under the heading "Executive Compensation" above, and (iii) all company directors and executive officers as a group. Unless otherwise noted, the stockholders listed in the table have sole voting and investment powers with respect to the shares of Common Stock owned by them.

	Number of Shares Beneficially Owned (1)	Percentage of Outstanding Shares
FMR Corp. (2)	15,679,396	9.04%
82 Devonshire Street		
Boston, MA 02109		
D.R. Verdoorn (3)	8,438,480	4.87%
John P. Wiehoff (4)	1,300,401	*
Jim Butts (5)	907,942	*
Mark Walker (6)	308,652	*
James P. Lemke (7)	275,625	*
Robert Ezrilov (8)	192,384	*
Gerald A. Schwalbach	169,548	*
Wayne M. Fortun (9)	37,484	*
Brian P. Short (10)	26,017	*
Michael W. Wickham	4,655	*
Rebecca Roloff	3,441	*
Ken Keiser	1,019	*
All executive officers and directors as a group (16 persons)	12,253,912	7.03

\* Less than 1%

- (1) Beneficial ownership is determined in accordance with rules of the Securities and Exchange Commission (the "Commission"), and includes generally voting power and/or investment power with respect to securities. Shares of Common Stock subject to options currently exercisable or exercisable within 60 days of March 27, 2006 ("Currently Exercisable Options") are deemed outstanding for computing the percentage beneficially owned by the person holding such options, but are not deemed outstanding for computing the percentage beneficially owned by any other person.
- (2) Disclosure is made in reliance upon a statement on Schedule 13G/A, dated as of February 14, 2006, filed with the Securities and Exchange Commission. FMR Corp has sole voting power over 125,850 shares and sole dispositive power over 15,679,396 shares. FMR Corp. reported that its wholly owned subsidiary Fidelity Management & Research Company serves as an investment advisor to various investment company clients and that no one client accounts for more than five percent of the total outstanding Common Stock.
- (3) Mr. Verdoorn's address is 8100 Mitchell Road, Eden Prairie, Minnesota 55344. Includes 2,001,912 shares owned by Mr. Verdoorn's spouse, and 480,000 shares owned by trusts over which he exercises voting and investment power.
- (4) Includes 59,508 shares owned by Mr. Wiehoff's spouse and children, and includes 439,348 shares underlying options exercisable within 60 days. Also includes 338,984 restricted shares. These restricted shares vest ratably over a period of fifteen (15) years from the date of grant provided he remains employed by the company, and vesting will not be accelerated for any reason. These restricted shares are subject to other restrictions as defined in the Deferred Compensation Plan. The dividends on these shares were used to purchase 15,773 shares of C.H. Robinson common stock, which are fully vested. Such deferred shares have been placed in a non-qualified grantor trust for Mr. Wiehoff's benefit. Mr. Wiehoff has the right to advise the trustee on how to vote such shares, but does not have dispositive power with

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respect to such shares. Also includes 80,000 restricted shares issued in 2003 and 120,000 restricted shares issued in 2005 that were placed into the Deferred Compensation Plan and are available to vest over five calendar years. The actual vesting percentage for each year is determined by the following formula: five percentage points are added to the average of the year-over-year growth rate in income from operations and diluted net income per share. Any shares that are unvested at the end of the five years are forfeited back to the company.

- (5) Includes 77,500 shares issuable upon exercise of outstanding options. Also includes 75,000 restricted shares placed into the Deferred Compensation Plan which vest based on the company's financial performance and any shares unvested after five years are forfeited back to the company. The actual vesting percentage for each year is determined by the following formula: five percentage points are added to the average of the year-over-year growth rate in income from operations and diluted net income per share.
- (6) Includes 1,800 shares owned by Mr. Walker's children and includes 104,005 shares underlying options exercisable within 60 days. Also includes 75,524 restricted shares placed into the Deferred Compensation Plan of which 75,000 vest based on the company's financial performance and any shares unvested after five years are forfeited back to the company. The actual vesting percentage for each year is determined by the following formula: five percentage points are added to the average of the year-over-year growth rate in income from operations and diluted net income per share. 524 of the restricted shares vested immediately. All shares remain in the Plan until after the executive terminates employment with the company.
- (7) Includes 59,750 shares issuable upon exercise of outstanding options. Also includes 70,224 restricted shares placed into the Deferred Compensation Plan of which 65,000 vest based on the company's financial performance and any shares unvested after five years are forfeited back to the company. The actual vesting percentage for each year is determined by the following formula: five percentage points are added to the average of the year-over-year growth rate in income from operations and diluted net income per share. 5,224 of the restricted shares vested immediately. All shares remain in the Plan until after the executive terminates employment with the company.
- (8) Includes 58,000 shares underlying options exercisable within 60 days.
- (9) Includes 22,000 shares underlying options exercisable within 60 days.
- (10) Includes 10,000 shares underlying options exercisable within 60 days.

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**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the company's executive officers and directors and persons who beneficially own more than ten percent of the company's Common Stock to file initial reports of ownership and reports of changes in ownership with the Commission. Such executive officers, directors and greater than ten percent beneficial owners are required by the regulations of the Commission to furnish the company with copies of all Section 16(a) reports they file.

Based solely on a review of the copies of such reports furnished to the company and written representations from the executive officers and directors, we believe that all Section 16(a) filing requirements applicable to our executive officers and directors and greater than ten percent beneficial owners were complied with in 2005.

**AUDIT COMMITTEE REPORT**

The Audit Committee operates under a written charter adopted by the Board of Directors. A copy of the amended and restated charter can be found on the Investors page of our website at [www.chrobinson.com](http://www.chrobinson.com). The Audit Committee of the company's Board of Directors is composed of the following non-employee directors: Robert Ezrilov, ReBecca Koenig Roloff, Gerald Schwalbach, and Brian Short. The Board of Directors has reviewed the status of each of the members of its Audit Committee and has confirmed that each meets the independence requirements of the current Nasdaq listing standards that apply to Audit Committee members, and that Messrs. Ezrilov, Schwalbach and Short each qualifies as an Audit Committee Financial Expert, as defined by the Securities and Exchange Commission.

Management is responsible for the company's internal controls and the financial reporting process. C.H. Robinson's independent registered public accounting firm is responsible for performing an independent audit of our financial statements in accordance with generally accepted auditing standards and to issue a report thereon. The Audit Committee's responsibility is to hire, monitor and oversee the independent auditors.

In this context, the Audit Committee has met and held discussions with management and Deloitte & Touche LLP, the company's independent accountants for the fiscal year ending December 31, 2005. Management represented to the Audit Committee that the company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent accountants. The Audit Committee discussed with the independent accountants matters required to be discussed by *Statement on Auditing Standards No. 61 (Communications with Audit Committees)*.

Our independent accountants also provided to the Audit Committee the written disclosures required by *Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees)*, and the Audit Committee discussed with the independent accountants that firm's independence. The Audit Committee also considered whether the provision of any non-audit services was compatible with maintaining the independence of Deloitte & Touche LLP as the company's independent auditors.

Based upon the Audit Committee's discussions with management and the independent accountants and the Audit Committee's review of the representation of management and the report of the independent accountants to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2005 filed with the Securities and Exchange Commission.

Robert Ezrilov  
ReBecca Koenig Roloff  
Gerald Schwalbach  
Brian Short

*The Members of the Audit Committee of the Board of Directors*

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**PROPOSAL TWO: SELECTION OF INDEPENDENT AUDITORS**

The Audit Committee has selected Deloitte & Touche LLP as independent public accountants for C.H. Robinson for the fiscal year ending December 31, 2006. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they desire to do so, and will be available to answer appropriate questions from stockholders. If the appointment of Deloitte & Touche LLP is not ratified by the stockholders, the Audit Committee is not obligated to appoint other accountants, but the Audit Committee will give consideration to such unfavorable vote.

**Independent Auditors Fees**

The following table summarizes the aggregate fees for audit services rendered by the independent auditor for the audit of the Company's annual consolidated financial statements for the year ended December 31, 2005 and December 31, 2004, and fees billed for other services rendered by the independent auditor during the same periods.

Fees	2005	2004
Audit Fees (a)	\$ 908,910	\$ 761,340
Audit-Related Fees (b)	79,272	83,834
Tax Fees (c)	162,263	141,103
 Total	 \$ 1,150,445	 \$ 986,277

(a) Fees for audit services billed or expected to be billed relating to 2005 and 2004 consisted of:

Audit of the company's annual financial statements  
Reviews of the company's quarterly financial statements  
Statutory and regulatory audits, consents, and other services related to SEC matters

(b) Fees for audit-related services billed consisted of:

Sarbanes-Oxley Section 404 implementation assistance in 2004  
Employee benefit plan audit in 2005 and 2004  
Due diligence associated with potential acquisitions in 2005 and 2004

(c) Fees for tax services billed for tax compliance and tax planning and advice:

Fees for tax compliance services totaled \$132,195 and \$104,123 in 2005 and 2004, respectively. Tax compliance services are services rendered based upon facts already in existence or transactions that have already occurred to document, compute, and obtain government approval for amounts to be included in tax filings.

Fees for tax planning and advice services totaled \$30,068 and \$36,980 in 2005 and 2004, respectively. Tax planning and advice are services rendered with respect to proposed transactions or that alter a transaction to obtain a particular tax result.

In considering the nature of the services provided by the independent auditor, the Audit Committee determined that such services are compatible with the provision of independent audit services. The Audit Committee discussed these services with the independent auditor and our management to determine that they are permitted under the rules and regulations concerning auditor independence promulgated by the U.S. Securities and Exchange Commission to implement the Sarbanes-Oxley Act of 2002, as well as the American Institute of Certified Public Accountants. All services provided by the independent auditor during 2004 and 2005 were pre-approved following the policies and procedures of the Audit Committee.

**Pre-Approval Policy**

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This policy describes the permitted audit, audit-related, tax, and other services (collectively, the Disclosure Categories ) that the independent auditor may perform. The policy requires that prior to the beginning of the work being performed, a description of the services (the Service List ) expected to be performed by the independent auditor in each of the Disclosure Categories be presented to the Audit Committee for approval.

Any requests for audit, audit-related, tax, and other services not contemplated on the Service List must be submitted to the Audit Committee for specific pre-approval and cannot commence until such approval has been granted. Normally, pre-approval is provided at regularly scheduled meetings. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chairman of the Audit Committee. The Chairman must update the Audit Committee at the next regularly scheduled meeting of any services that were granted specific pre-approval.

In addition, although not required by the rules and regulations of the SEC, the Audit Committee generally requests a range of fees associated with each proposed service on the Service List and any services that were not originally included on the Service List. Providing a range of fees for a service incorporates appropriate oversight and control of the independent auditor relationship, while permitting the company to receive immediate assistance from the independent auditor when time is of the essence.

The Audit Committee reviews the status of services and fees incurred year-to-date against the original Service List and the forecast of remaining services and fees.

The policy contains a *de minimis* provision that operates to provide retroactive approval for permissible non-audit services under certain circumstances. The provision allows for the pre-approval requirement to be waived if all of the following criteria are met:

1. The service is not an audit, review, or other attest service;
2. The aggregate amount of all such services provided under this provision does not exceed the lesser of \$20,000 or five percent of total fees paid to the independent auditor in a given fiscal year;
3. Such services were not recognized at the time of the engagement to be non-audit services;
4. Such services are promptly brought to the attention of the Audit Committee and approved by the Audit Committee or its designee; and
5. The service and fee are specifically disclosed in the Proxy Statement as meeting the *de minimis* requirements of Regulation S-X of the Securities Exchange Act of 1934, as amended.

#### **BOARD VOTING RECOMMENDATION**

**The Board of Directors recommends a vote FOR ratification of the selection of Deloitte & Touche LLP as the company's independent auditors.**

#### **PROPOSAL THREE: AMENDMENT AND RESTATEMENT OF 1997 OMNIBUS STOCK PLAN**

##### **GENERAL**

In February 2006, our Board of Directors approved, subject to stockholder approval, an amendment and restatement of the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan (the "Omnibus Stock Plan") to increase the number of shares available for Awards (as defined in the Plan) under the Plan by 10,000,000 shares of the Corporation's common stock, extend the term of the Plan for ten years, and eliminate grants of restoration options for option grants after the effective date of the amendment.

The Omnibus Stock Plan was adopted by the Board of Directors in July 1997 and approved by C.H. Robinson's stockholders in August 1997, in order to aid the company in attracting, retaining, and motivating employees, officers, consultants, independent contractors and non-employee directors. The Omnibus Stock Plan was amended by the Board of Directors in 2000 to allow trusts for the benefit of employees to be eligible participants. In 2001 the shareholders voted to increase the number of shares of Common Stock available for awards from 8,000,000 shares to 18,000,000 shares. The Omnibus Stock Plan was amended by the shareholders in 2005 to permit the issuance of performance awards that constitute qualified performance-based compensation within the meaning of Section 162(m) of the Code, and to impose certain limits on awards generated to non-employee directors and certain limits on stock grants under the Omnibus Stock Plan.

The last sale price of our Common Stock as reported by The Nasdaq National Market on March 27, 2006, was \$49.37. The Omnibus Stock Plan, as amended and restated, is attached as Appendix A. The following summary is qualified in its entirety by reference to Appendix A.

A total of 18,000,000 shares of Common Stock are authorized for issuance as awards under the Omnibus Stock Plan. As of March 27, 2006, there were approximately 2,400,000 shares that remained available for new awards. In order to have an adequate supply of shares available to support the performance-based compensation strategy, the Board of Directors has proposed to amend the Omnibus Stock Plan to increase the number of shares available for awards by 10,000,000 shares, to a total of 28,000,000 shares, of which approximately 12,400,000 shares would be available for future awards. Based on our past experience, the increased number of shares are expected to meet our requirements for the following five years, assuming we continue to administer our restricted stock program as we have for the last few years.

The Board of Directors has proposed the increase in the number of shares available under the Omnibus Stock Plan instead of adopting a new stock plan. The Board of Directors believes, however, that the Omnibus Stock Plan should be amended to provide the same duration for the amended Omnibus Stock Plan, as if a new plan had been proposed. As a result, the Board of Directors has proposed that the term of the

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Omnibus Stock Plan be amended to extend the duration of plan for ten years from the date of this annual meeting, or May 18, 2016.

The Board of Directors has also proposed to amend the Omnibus Stock Plan to eliminate the Corporation's ability to grant restoration options in connection with future option grants after the date of this annual meeting. Restoration grants will still be available for options previously issued. In addition, the Board of Directors has proposed to amend the Omnibus Stock Plan to eliminate the ability of the Corporation to amend outstanding awards to lower the initial exercise price for options, to increase the number of shares subject to an award or to modify the initial performance goals for restricted stock awards. The proposal would also prohibit the cancellation and regrant of awards that would have the same effect as a repricing or similar modification of outstanding awards.

### **SUMMARY OF THE OMNIBUS STOCK PLAN**

#### **Eligibility**

Officers, other employees, trusts for the benefit of employees, consultants, and eligible independent contractors of C.H. Robinson may receive awards under the Omnibus Stock Plan. As of March 27, 2006, approximately 6,000 participants were eligible to receive awards under the Omnibus Stock Plan.

#### **Administration**

The Omnibus Stock Plan is administered by the Compensation Committee. The Compensation Committee may delegate to one or more officers of the company or any Affiliate, or a committee of such officers, the right to grant awards to participants who are not subject to Section 16(b) of the Securities Exchange Act of 1934 or Section 162(m) of the Code.

## Awards

The Omnibus Stock Plan provides for the grant of both incentive stock options intended to qualify for preferential tax treatment under Section 422 of the Code ( ISOs ), and nonqualified stock options that do not qualify for such treatment. The exercise price of all ISOs granted under the Omnibus Stock Plan must equal or exceed the fair market value of the Common Stock at the time of grant. Only employees are eligible for the grant of ISOs. The Omnibus Stock Plan also permits grants of stock appreciation rights ( SAR s), restricted stock and restricted stock unit awards, performance awards (including performance awards that are qualified performance-based compensation within the meaning of Section 162(m) of the Code), dividend equivalents and other stock grants or other stock-based awards.

The Board of Directors believes that long-term equity compensation is a critical component of C.H Robinson s performance-based compensation strategy. This strategy currently ties incentive compensation to increases in shareholder value through performance-based vesting of equity awards. Equity awards are provided under a restricted stock program administered by the Compensation Committee of the Board of Directors. Under the current restricted stock program, grants of restricted shares are available to vest over five calendar years, using a formula based on year-over-year growth rates in income from operations and diluted net income per year.

## Amendment and Termination

The Board of Directors may amend or discontinue the Omnibus Stock Plan at any time. The Compensation Committee may not, however, alter or impair any option or award previously granted under the Omnibus Stock Plan without the consent of the holder of the option, except as otherwise provided in the Omnibus Stock Plan or in the Award Agreement.

## Federal Tax Consequences

The following is a summary of the principal federal income tax consequences generally applicable to options and awards under the Omnibus Stock Plan. The grant of an ISO is not expected to result in any tax consequences for the recipient (the optionee ) or the company or any subsidiary employing such individual (the employer ). The holder of an ISO generally will have no taxable income upon exercising the ISO (except that the alternative minimum tax may apply), and the employer generally will receive no tax deduction when an ISO is exercised. Upon exercise of a stock option other than an ISO, the optionee must recognize ordinary income equal to the excess of the fair market value of the shares acquired on the date of exercise over the option price, and the employer will then be entitled to a tax deduction for the same amount. The tax consequences to an optionee of a disposition of shares acquired through the exercise of an option will depend on how long the shares have been held, and whether such shares were acquired by exercising an ISO or stock option other than an ISO. Generally, there will be no tax consequence to the employer in connection with a disposition of shares acquired under an option except that the employer may be entitled to a tax deduction in the case of a disposition of shares acquired under an ISO before the applicable ISO holding period has been satisfied.

The tax consequences of the grant of an SAR are generally governed by Section 83 of the Code. At the time an SAR is granted, an optionee will not recognize any taxable income. At the time of exercise of an SAR the optionee will recognize ordinary income equal to the cash or the fair market value of the shares received at such time. Any additional gain recognized on a subsequent sale or exchange of such shares will not be compensation income but generally will qualify as a capital gain. The employer generally will be allowed an income tax deduction in the amount that, and for its taxable year in which, the optionee recognizes ordinary income upon the exercise of an SAR, but only if the employer properly reports such income to the Internal Revenue Service or withholds income tax upon such amount as required under the Code.

The tax consequences of restricted stock and stock-based performance awards (collectively hereinafter referred to as deferred awards ) also are governed by Section 83 of the Code. At the time a deferred award is granted, a recipient will not recognize any taxable income. At the time a deferred award matures, the recipient will recognize ordinary income equal to the cash or fair market value of the shares received at such time. Any additional gain recognized on a subsequent sale or exchange of such shares will not be compensation income but will be treated as capital gain. Section 83(b) of the Code provides that a recipient of a restricted stock award may elect, not later than 30 days after the date the restricted stock award is originally made, to include as ordinary income the fair market value of the stock at that time. Any future appreciation in the fair market value of the stock will be capital gain. If the stock is subsequently forfeited under the terms of the restricted stock award, the recipient will not be allowed a tax deduction with respect to such forfeiture. The employer generally will be allowed an income tax deduction in the amount that, and for its taxable year in which, a recipient recognizes ordinary income from a restricted stock award or performance award, but only if the employer properly reports such income to the Internal Revenue Service or withholds income tax upon such amount as required under the Code.

The amount of any cash received in connection with a performance award is treated as ordinary income to a recipient. Subject to the usual rules concerning reasonable compensation, and assuming that, as expected, the performance award is qualified performance-based compensation within the meaning of Section 162(m) of the Code, C.H. Robinson will be entitled to a corresponding tax deduction at the time a participant recognizes ordinary income from the performance award.

Special rules apply in the case of individuals subject to Section 16(b) of the Securities Exchange Act of 1934. In particular, under current law, shares received through the exercise of a stock option, other purchase right, or SAR may be treated as restricted as to transferability and subject to a substantial risk of forfeiture for a period of up to six months after the date of exercise. Accordingly, unless a special tax election is made, the amount of ordinary income recognized and the amount of the employer's deduction may be determined as of such date.

**BOARD VOTING RECOMMENDATION**

The Board of Directors adopted the Omnibus Stock Plan. The vote required to approve the Omnibus Stock Plan is a majority of the Common Stock present in person or by proxy at the Annual Meeting and entitled to vote on the matter, provided that the total number of shares of Common Stock that vote on the proposal represents a majority of the Common Stock outstanding on the record date.

**The Board of Directors recommends a vote FOR the Omnibus Stock Plan.**

**EQUITY COMPENSATION PLAN INFORMATION**

The following table summarizes share and exercise price information about our equity compensation plans as of December 31, 2005:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) (1)</b>
Equity compensation plans approved by security holders <sup>1</sup>	6,656,634	\$ 12.41	8,663,075
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>6,656,634</b>	<b>\$ 12.41</b>	<b>8,663,075</b>

- (1) Includes stock available for issuance under our Directors' Stock Plan and our Employee Stock Purchase Plan, as well as options and restricted stock granted and shares that may become subject of future awards under our Omnibus Stock Plan. Specifically, 31,816 shares remain available under our Directors' Stock Plan and 3,086,299 shares remain available under our Employee Stock Purchase Plan. Under our Omnibus Stock Plan, 2,842,877 shares may become subject of future awards in the form of stock option grants or the issuance of restricted stock.

**SOLICITATION OF PROXIES**

C.H. Robinson is paying the costs of solicitation, including the cost of preparing and mailing this Proxy Statement. Proxies are being solicited primarily by mail, but the solicitation by mail may be followed by solicitation in person, or by telephone, or by facsimile, by regular employees of C.H. Robinson without additional compensation. C.H. Robinson will reimburse brokers, banks and other custodians, and nominees for their reasonable out-of-pocket expenses incurred in sending proxy materials to the company's stockholders.

**PROPOSALS FOR THE 2007 ANNUAL MEETING**

Pursuant to federal securities laws, any proposal by a stockholder to be presented at the 2007 Annual Meeting of Stockholders and to be included in C.H. Robinson's proxy statement must be received at the company's executive offices, 8100 Mitchell Road, Eden Prairie, Minnesota 55344, no later than the close of business on December 15, 2006. Proposals should be sent to the attention of the Secretary. Our company's Bylaws require that in order for business to be properly brought before the 2007 Annual Meeting of Stockholders by a stockholder, the stockholder must give written notice of their intent to bring a matter before the annual meeting no later than February 17, 2007. Each such notice should be sent to the attention of the Secretary, and must include certain information about the stockholder who intends to bring such matter before the meeting and the business they want to be conducted. These requirements are provided in greater detail in the company's Bylaws. C.H. Robinson intends to exercise its discretionary authority with respect to any matter not properly presented by February 17, 2007.

**GENERAL**

Our Annual Report for the fiscal year ended December 31, 2005 is being mailed to stockholders together with this Proxy Statement. The Annual Report is not to be considered part of the soliciting materials.

The information set forth in this Proxy Statement under the caption Compensation Committee Report on Executive Compensation, Performance Graph and Audit Committee Report shall not be deemed to be (i) incorporated by reference into any filing by the company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that in any such filing the company expressly so incorporates such information by reference, and (ii) soliciting material or to be filed with the SEC.

By Order of the Board of Directors

Linda U. Feuss  
*Secretary*

April 11, 2006

**C.H. ROBINSON WORLDWIDE, INC.**

**1997 OMNIBUS STOCK PLAN**

**(as amended and restated May 18, 2006)**

Section 1. Purpose.

The purpose of the Plan is to promote the interests of the Company and its stockholders by aiding the Company in attracting, retaining and motivating employees, officers, consultants, independent contractors and non-employee directors.

Section 2. Definitions.

As used in the Plan, the following terms shall have the meanings set forth below:

- (a) **Affiliate** shall mean (i) any entity that, directly or indirectly through one or more intermediaries, is controlled by the Company and (ii) any entity in which the Company has a significant equity interest, in each case as determined by the Committee.
- (b) **Award** shall mean any Option, Stock Appreciation Right, Restricted Stock, Restricted Stock Unit, Performance Award, Dividend Equivalent, Other Stock Grant or Other Stock-Based Award granted under the Plan.
- (c) **Award Agreement** shall mean any written agreement, contract or other instrument or document evidencing any Award granted under the Plan.
- (d) **Code** shall mean the Internal Revenue Code of 1986, as amended from time to time, and any regulations promulgated thereunder.
- (e) **Committee** shall mean a committee of Directors designated by the Board of Directors to administer the Plan, which shall be the Company's Compensation Committee as of March 31, 2005. The Committee shall be comprised of not less than such number of Directors as shall be required to permit Awards granted under the Plan to qualify under Rule 16b-3 and Section 162(m) of the Code, and each member of the Committee shall be a Non-Employee Director.
- (f) **Company** shall mean C.H. Robinson Worldwide, Inc., a Delaware corporation, and any successor corporation.
- (g) **Director** shall mean a member of the Board, including any Non-Employee Director.
- (h) **Dividend Equivalent** shall mean any right granted under Section 6(e) of the Plan.
- (i) **Eligible Person** shall mean any employee, trust for the benefit of an employee, officer, consultant, independent contractor or director providing services to the Company or any Affiliate whom the Committee determines to be an Eligible Person.
- (j) **Fair Market Value** shall mean, with respect to any property (including, without limitation, any Shares or other securities), the fair market value of such property determined by such methods or procedures as shall be established from time to time by the Committee.

Notwithstanding the foregoing, unless otherwise determined by the Committee, the Fair Market Value of Shares on a given date for purposes of the Plan shall not be less than (i) the closing price as reported for composite transactions, if the Shares are then listed on a national securities exchange, (ii) the last sale price, if the Shares are then quoted on the Nasdaq National Market or (iii) the average of the closing representative bid and asked prices of the Shares in all other cases, on the date as of which fair market value is being determined. If on a given date the Shares are not traded in an established securities market, the Committee shall make a good faith attempt to satisfy the requirements of this clause and in connection therewith shall take such action as it deems necessary or advisable.

(k) **Incentive Stock Option** shall mean an option granted under Section 6(a) of the Plan that is intended to meet the requirements of Section 422 of the Code or any successor provision.

(l) **Non-Employee Director** shall mean any Director who is not also an employee of the Company or an Affiliate within the meaning of Rule 16b-3 and an **outside director** within the meaning of Section 162(m) of the Code.

(m) **Non-Qualified Stock Option** shall mean an option granted under Section 6(a) of the Plan that is not intended to be an Incentive Stock Option.

(n) **Option** shall mean an Incentive Stock Option or a Non-Qualified Stock Option, and shall include Reload Options.

(o) **Other Stock Grant** shall mean any right granted under Section 6(f) of the Plan.

(p) **Other Stock-Based Award** shall mean any right granted under Section 6(g) of the Plan.

(q) **Participant** shall mean an Eligible Person designated to be granted an Award under the Plan.

(r) **Performance Award** shall mean any right granted under Section 6(d) of the Plan.

(s) **Performance Goal** shall mean one or more of the following business criteria, which may apply to the individual in question, an identifiable business unit or the Company as a whole, and at an annual or other periodic or cumulative basis: sales values, margins, volume, cash flow, stock price, market share, revenue, sales, income from operations, earnings per share, profits, earnings before interest expense and taxes, earnings before interest expense, interest income and taxes, earnings before interest expense, taxes, and depreciation and/or amortization, earnings before interest expense, interest income, taxes, and depreciation and/or amortization, pre-tax income, return on equity or costs, return on invested or average capital employed, economic value, or cumulative total return to shareholders (in each case, whether compared to pre-selected peer groups or not). Such goals may reflect absolute entity or business unit performance or a relative comparison to the performance of a peer group of entities or other external measure of the selected performance criteria. Pursuant to rules and conditions adopted by the Committee on or before the 90<sup>th</sup> day of the applicable performance period for which Performance Goals are established, the Committee may appropriately adjust any evaluation of performance under such goals to exclude the effect of certain events, including any of the following events: asset write-downs; litigation or claim judgments or settlements; changes in tax law, accounting principles or other such laws or provisions affecting reported results; severance, contract termination and other costs related to exiting certain business activities; and gains or losses from the disposition of businesses or assets or from the early extinguishment of debt.

(t) **Person** shall mean any individual, corporation, partnership, association or trust.

- (u) Plan shall mean the C.H. Robinson Worldwide, Inc. 1997 Omnibus Stock Plan, as amended from time to time.
- (v) Reload Option shall mean any Option granted under Section 6(a)(iv) of the Plan.
- (w) Restricted Stock shall mean any Shares granted under Section 6(c) of the Plan.
- (x) Restricted Stock Unit shall mean any unit granted under Section 6(c) of the Plan evidencing the right to receive a Share (or a cash payment equal to the Fair Market Value of a Share) at some future date.
- (y) Rule 16b-3 shall mean Rule 16b-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, or any successor rule or regulation.
- (z) Section 162(m) shall mean Section 162(m) of the Code and the applicable Treasury Regulations promulgated thereunder.
- (aa) Shares shall mean shares of Common Stock, \$0.10 par value, of the Company or such other securities or property as may become subject to Awards pursuant to an adjustment made under Section 4(c) of the Plan.
- (bb) Stock Appreciation Right shall mean any right granted under Section 6(b) of the Plan.

Section 3. Administration.

(a) Power and Authority of the Committee. The Plan shall be administered by the Committee. Subject to the express provisions of the Plan and to applicable law, the Committee shall have full power and authority to: (i) designate Participants; (ii) determine the type or types of Awards to be granted to each Participant under the Plan; (iii) determine the number of Shares to be covered by (or with respect to which payments, rights or other matters are to be calculated in connection with) each Award; (iv) determine the terms and conditions of any Award or Award Agreement; (v) amend the terms and conditions of any Award or Award Agreement and accelerate the exercisability of Options or the lapse of restrictions relating to Restricted Stock, Restricted Stock Units or other Awards; (vi) determine whether, to what extent and under what circumstances Awards may be exercised in cash, Shares, other securities, other Awards or other property, or canceled, forfeited or suspended; (vii) determine whether, to what extent and under what circumstances cash, Shares, other securities, other Awards, other property and other amounts payable with respect to an Award under the Plan shall be deferred either automatically or at the election of the holder thereof or the Committee; (viii) interpret and administer the Plan and any instrument or agreement relating to, or Award made under, the Plan; (ix) establish, amend, suspend or waive such rules and regulations and appoint such agents as it shall deem appropriate for the proper administration of the Plan; and (x) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of the Plan. Unless otherwise expressly provided in the Plan, all designations, determinations, interpretations and other decisions under or with respect to the Plan or any Award shall be within the sole discretion of the Committee, may be made at any time and shall be final, conclusive and binding upon any Participant, any holder or beneficiary of any Award.

(b) Delegation. The Committee may delegate its powers and duties under the Plan to one or more officers of the Company or any Affiliate or a committee of such officers, subject to such terms, conditions and limitations as the Committee may establish in its sole discretion.

Section 4. Shares Available for Awards.

(a) Shares Available. Subject to adjustment as provided in Section 4(c), the aggregate number of Shares that may be issued under all Awards under the Plan shall be 28,000,000. Shares to be issued under the Plan may be either Shares held in treasury or newly issued. If any Shares covered by an Award or to which an Award relates are not purchased or are forfeited, or if an Award otherwise terminates without delivery of any Shares, then the number of Shares counted against the aggregate number of Shares available under the Plan with respect to such Award, to the extent of any such forfeiture or termination, shall again be available for granting Awards under the Plan. Notwithstanding the foregoing, the number of Shares available for granting Incentive Stock Options under the Plan shall not exceed 28,000,000 subject to adjustment as provided in the Plan and Section 422 or 424 of the Code or any successor provision.

(b) Accounting for Awards. For purposes of this Section 4, if an Award entitles the holder thereof to receive or purchase Shares, the number of Shares covered by such Award or to which such Award relates shall be counted on the date of grant of such Award against the aggregate number of Shares available for granting Awards under the Plan.

(c) Adjustments. In the event that the Committee shall determine that any dividend or other distribution (whether in the form of cash, Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of Shares or other securities of the Company, issuance of warrants or other rights to purchase Shares or other securities of the Company or other similar corporate transaction or event affects the Shares such that an adjustment is determined by the Committee to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Committee shall, in such manner as it may deem equitable, adjust any or all of (i) the number and type of Shares (or other securities or other property) that thereafter may be made the subject of Awards, (ii) the number and type of Shares (or other securities or other property) subject to outstanding Awards and (iii) the purchase or exercise price with respect to any Award; provided, however, that the number of Shares covered by any Award or to which such Award relates shall always be a whole number.

(d) Award Limitations Under the Plan

(i) Section 162(m) Limitation for Certain Types of Awards. No Eligible Person may be granted Options, Stock Appreciation Rights or any other Award or Awards under the Plan, the value of which Award or Awards is based solely on an increase in the value of the Shares after the date of grant of such Award or Awards, for more than 500,000 Shares (subject to adjustment as provided in Section 4(c) of the Plan) in the aggregate in any calendar year.

(ii) Section 162(m) Limitation for Performance Awards. The maximum amount payable pursuant to all Performance Awards to any Participant in the aggregate in any calendar year shall be the greater of 500,000 shares or \$10,000,000. This limitation does not apply to any Award subject to the limitation contained in Section 4(d)(i) of the Plan.

(iii) Plan Limitation on Restricted Stock, Restricted Stock Units and Other Stock Grants. No more than 500,000 Shares, subject to adjustment as provided in Section 4(c) of the Plan, shall be available under the Plan for issuance pursuant to grants of Restricted Stock, Restricted Stock Units and Other Stock Grants to any eligible person; provided, however, that if any Awards of Restricted Stock Units terminate or are forfeited or cancelled without the issuance of any Shares or if Shares of Restricted Stock are forfeited or otherwise reacquired by the Company prior to vesting, whether or not dividends have been paid on such Shares, then the Shares subject to such termination, forfeiture, cancellation or reacquisition by the Company shall again be available for grants of Restricted Stock, Restricted Stock Units and Other Stock Grants for purposes of this limitation on grants of such Awards.

(iv) Limitation on Awards Granted to Non-Employee Directors. Directors who are not also employees of the Company or an Affiliate may not be granted Awards in the aggregate for more than 5 % of the Shares available for Awards under the Plan, subject to adjustment as provided in Section 4(c) of the Plan. No Award may be made to any Director who is not also an employee of the Company or an Affiliate unless all such Directors receive an Award with the same terms and conditions; provided, however, that (i) an Award may be made to a Director who is not also an employee of the Company or an Affiliate as compensation for service on a committee of the Board provided all members of such committee receive an Award with the same terms and conditions and (ii) an Award may be made to a Director who is not also an employee of the Company or an Affiliate upon such Director's initial appointment to the Board.

Section 5. Eligibility.

Any Eligible Person of the Company or any Affiliate, shall be eligible to be designated a Participant. In determining which Eligible Persons shall receive an Award and the terms of any Award, the Committee may take into account the nature of the services rendered by the respective Eligible Persons, their present and potential contributions to the success of the Company or such other factors as the Committee, in its discretion, shall deem relevant. Notwithstanding the foregoing, an Incentive Stock Option may only be granted to full or part-time employees (which term as used herein includes, without limitation, officers and directors who are also employees), and an Incentive Stock Option shall not be granted to an employee of an Affiliate unless such Affiliate is also a subsidiary corporation of the Company within the meaning of Section 424(f) of the Code or any successor provision.

Section 6. Awards.

(a) Options. The Committee is hereby authorized to grant Options to Participants with the following terms and conditions and with such additional terms and conditions not inconsistent with the provisions of the Plan as the Committee shall determine:

(i) Exercise Price. The purchase price per Share purchasable under an Option shall be determined by the Committee; provided, however, that the purchase price of an Incentive Stock Option shall not be less than 100% of the Fair Market Value of a Share on the date of grant of such Option.

(ii) Option Term. The term of each Option shall be fixed by the Committee.

(iii) Time and Method of Exercise. The Committee shall determine the time or times at which an Option may be exercised in whole or in part and the method or methods by which, and the form or forms (including, without limitation, cash, Shares, other securities, other Awards or other property, or any combination thereof, having a Fair Market Value on the exercise date equal to the relevant exercise price) in which, payment of the exercise price with respect thereto may be made or deemed to have been made.

(iv) Reload Options. The Committee may not grant Reload Options, separately or together with another Option, pursuant to any agreement entered into after May 18, 2006. The Company may grant Options pursuant to the exercise of Reload Options granted on or before May 18, 2006. Reload Options, subject to the terms and conditions established by the Committee, provide that the Participant would be granted a new Option when the payment of the exercise price of a previously granted option is

made by the delivery of Shares owned by the Participant pursuant to Section 6(a)(iii) hereof or the relevant provisions of another plan of the Company, and/or when Shares are tendered or forfeited as payment of the amount to be withheld under applicable income tax laws in connection with the exercise of an Option, which new Option would be an Option to purchase the number of Shares not exceeding the sum of (A) the number of Shares so provided as consideration upon the exercise of the previously granted option to which such Reload Option relates and (B) the number of Shares, if any, tendered or withheld as payment of the amount to be withheld under applicable tax laws in connection with the exercise of the option to which such Reload Option relates pursuant to the relevant provisions of the plan or agreement relating to such option. Reload Options may be granted with respect to Options previously granted under the Plan or any other stock option plan of the Company, and may be granted in connection with any Option granted under the Plan or any other stock option plan of the Company at the time of such grant. Such Reload Options shall have a per share exercise price equal to the Fair Market Value as of the date of grant of the new Option. Any Reload Option shall be subject to availability of sufficient Shares for grant under the Plan. Shares surrendered as part or all of the exercise price of the Option to which it relates that have been owned by the optionee less than six months will not be counted for purposes of determining the number of Shares that may be purchased pursuant to a Reload Option.

(b) Stock Appreciation Rights. The Committee is hereby authorized to grant Stock Appreciation Rights to Participants subject to the terms of the Plan and any applicable Award Agreement. A Stock Appreciation Right granted under the Plan shall confer on the holder thereof a right to receive upon exercise thereof the excess of (i) the Fair Market Value of one Share on the date of exercise (or, if the Committee shall so determine, at any time during a specified period before or after the date of exercise) over (ii) the grant price of the Stock Appreciation Right as specified by the Committee, which price shall not be less than 100% of the Fair Market Value of one Share on the date of grant of the Stock Appreciation Right. Subject to the terms of the Plan and any applicable Award Agreement, the grant price, term, methods of exercise, dates of exercise, methods of settlement and any other terms and conditions of any Stock Appreciation Right shall be as determined by the Committee. The Committee may impose such conditions or restrictions on the exercise of any Stock Appreciation Right as it may deem appropriate.

(c) Restricted Stock and Restricted Stock Units. The Committee is hereby authorized to grant Restricted Stock and Restricted Stock Units to Participants with the following terms and conditions and with such additional terms and conditions not inconsistent with the provisions of the Plan as the Committee shall determine:

(i) Restrictions. Shares of Restricted Stock and Restricted Stock Units shall be subject to such restrictions as the Committee may impose (including, without limitation, a waiver by the Participant of the right to vote or to receive any dividend or other right or property with respect thereto), which restrictions may lapse separately or in combination at such time or times, in such installments or otherwise as the Committee may deem appropriate.

(ii) Stock Certificates. Any Restricted Stock shall be registered in the name of the Participant and shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to such Restricted Stock. In the case of Restricted Stock Units, no Shares shall be issued at the time such Awards are granted.

(iii) Forfeiture. Except as otherwise determined by the Committee, upon termination of employment (as determined under criteria established by the Committee) during the applicable restriction period, all unvested Shares of Restricted Stock and all unvested Restricted Stock Units at such time subject to restriction shall be forfeited and reacquired by the Company; provided, however,

that the Committee may, when it finds that a waiver would be in the best interest of the Company, waive in whole or in part any or all remaining restrictions with respect to Shares of Restricted Stock or Restricted Stock Units. Upon the lapse or waiver of restrictions and the restricted period relating to Restricted Stock Units evidencing the right to receive Shares, such Shares shall be issued and delivered to the holders of the Restricted Stock Units.

(d) Performance Awards. The Committee is hereby authorized to grant to Eligible Persons Performance Awards which are intended to be qualified performance-based compensation within the meaning of Section 162(m). A Performance Award granted under the Plan may be payable in cash or in Shares (including, without limitation, Restricted Stock). Performance Awards shall, to the extent required by Section 162(m), be conditioned solely on the achievement of one or more objective Performance Goals, and such Performance Goals shall be established by the Committee within the time period prescribed by, and shall otherwise comply with the requirements of, Section 162(m). Subject to the terms of the Plan and any applicable Award Agreement, the Performance Goals to be achieved during any performance period, the length of any performance period, the amount of any Performance Award granted, the amount of any payment or transfer to be made pursuant to any Performance Award and any other terms and conditions of any Performance Award shall be determined by the Committee. The Committee shall also certify in writing that such Performance Goals have been met prior to payment of the Performance Awards to the extent required by Section 162(m).

(e) Dividend Equivalents. The Committee is hereby authorized to grant Dividend Equivalents to Participants, subject to the terms of the Plan and any applicable Award Agreement, under which such Participants shall be entitled to receive payments (in cash, Shares, other securities, other Awards or other property as determined in the discretion of the Committee) equivalent to the amount of cash dividends paid by the Company to holders of Shares with respect to a number of Shares determined by the Committee.

(f) Other Stock Grants. The Committee is hereby authorized, subject to the terms of the Plan and any applicable Award Agreement, to grant to Participants Shares without restrictions thereon as are deemed by the Committee to be consistent with the purpose of the Plan.

(g) Other Stock-Based Awards. The Committee is hereby authorized to grant to Participants subject to the terms of the Plan and any applicable Award Agreement, such other Awards that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Shares (including, without limitation, securities convertible into Shares), as are deemed by the Committee to be consistent with the purpose of the Plan. Shares or other securities delivered pursuant to a purchase right granted under this Section 6(g) shall be purchased for such consideration, which may be paid by such method or methods and in such form or forms (including, without limitation, cash, Shares, other securities, other Awards or other property or any combination thereof), as the Committee shall determine.

(h) General.

(i) No Cash Consideration for Awards. Awards shall be granted for no cash consideration or for such minimal cash consideration as may be required by applicable law.

(ii) Awards May Be Granted Separately or Together. Awards may, in the discretion of the Committee, be granted either alone or in addition to, in tandem with or in substitution for any other Award or any award granted under any plan of the Company or any Affiliate other than the Plan. Awards granted in addition to or in tandem with other Awards or in addition to or in tandem with awards granted under any such other plan of the Company or any Affiliate may be granted either at the same time as or at a different time from the grant of such other Awards or awards.

(iii) Forms of Payment under Awards. Subject to the terms of the Plan and of any applicable Award Agreement, payments or transfers to be made by the Company or an Affiliate upon the grant, exercise or payment of an Award may be made in such form or forms as the Committee shall determine (including, without limitation, cash, Shares, other securities, other Awards or other property or any combination thereof), and may be made in a single payment or transfer, in installments or on a deferred basis, in each case in accordance with rules and procedures established by the Committee. Such rules and procedures may include, without limitation, provisions for the payment or crediting of reasonable interest on installment or deferred payments or the grant or crediting of Dividend Equivalents with respect to installment or deferred payments.

(iv) Limits on Transfer of Awards. No Award (other than Other Stock Grants) and no right under any such Award shall be transferable by a Participant otherwise than by will or by the laws of descent and distribution; provided, however, that, if so determined by the Committee, a Participant may, in the manner established by the Committee, transfer Options (other than Incentive Stock Options) or designate a beneficiary or beneficiaries to exercise the rights of the Participant and receive any property distributable with respect to any Award upon the death of the Participant. Each Award or right under any Award shall be exercisable during the Participant's lifetime only by the Participant or, if permissible under applicable law, by the Participant's guardian or legal representative. No Award or right under any such Award may be pledged, alienated, attached or otherwise encumbered, and any purported pledge, alienation, attachment or encumbrance thereof shall be void and unenforceable against the Company or any Affiliate.

(v) Term of Awards. The term of each Award shall be for such period as may be determined by the Committee.

(vi) Restrictions: Securities Exchange Listing. All Shares or other securities delivered under the Plan pursuant to any Award or the exercise thereof shall be subject to such restrictions as the Committee may deem advisable under the Plan, applicable federal or state securities laws and regulatory requirements, and the Committee may cause appropriate entries to be made or legends to be affixed to reflect such restrictions. If the Shares or other securities are listed on a securities exchange, the Company shall not be required to deliver any Shares or other securities covered by an Award until such Shares or other securities have been listed on such securities exchange.

(vii) Section 16 Compliance: Section 162(m) Administration. The Plan is intended to comply in all respects with Rule 16b-3 or any successor provision, as in effect from time to time, and in all events the Plan shall be construed in accordance with the requirements of Rule 16b-3. If any Plan provision does not comply with Rule 16b-3 as hereafter amended or interpreted, the provision shall be deemed inoperative. The Board of Directors, in its absolute discretion, may bifurcate the Plan so as to restrict, limit or condition the use of any provision of the Plan with respect to persons who are officers or directors subject to Section 16 of the Exchange Act without so restricting, limiting or conditioning the Plan with respect to other Eligible Persons. With respect to Options and Stock Appreciation Rights, the Company intends to have the Plan administered in accordance with the requirements for the award of qualified performance-based compensation within the meaning of Section 162(m) of the Code.

(viii) Prohibition on Award Repricing. Except as provided in Section 4(c) hereof, no Award may be amended (A) to reduce its initial exercise price, (B) to increase the number of Shares to be issued pursuant to such Award, or (C) to modify its initial Performance Goals in the case of Performance Awards, and no Award shall be cancelled and replaced with an Award or Awards having a lower exercise price, greater number of Shares, or modified Performance Goals, without the approval of the stockholders of the Company.

Section 7. Amendment and Termination; Adjustments.

Except to the extent prohibited by applicable law and unless otherwise expressly provided in an Award Agreement or in the Plan:

- (a) Amendments to the Plan. The Board of Directors of the Company may amend, alter, suspend, discontinue or terminate the Plan.
- (b) Amendments to Awards. The Committee may waive any conditions of or rights of the Company under any outstanding Award, prospectively or retroactively. The Committee may not amend, alter, suspend, discontinue or terminate any outstanding Award, prospectively or retroactively, without the consent of the Participant or holder or beneficiary thereof, except as otherwise herein provided or in the Award Agreement.
- (c) Correction of Defects, Omissions and Inconsistencies. The Committee may correct any defect, supply any omission or reconcile any inconsistency in the Plan or any Award in the manner and to the extent it shall deem desirable to carry the Plan into effect.

Section 8. Income Tax Withholding; Tax Bonuses.

- (a) Withholding. In order to comply with all applicable federal or state income tax laws or regulations, the Company may take such action as it deems appropriate to ensure that all applicable federal or state payroll, withholding, income or other taxes, which are the sole and absolute responsibility of a Participant are withheld or collected from such Participant. In order to assist a Participant in paying all or a portion of the federal and state taxes to be withheld or collected upon exercise or receipt of (or the lapse of restrictions relating to) an Award, the Committee, in its discretion and subject to such additional terms and conditions as it may adopt, may permit the Participant to satisfy such tax obligation by (i) electing to have the Company withhold a portion of the Shares otherwise to be delivered upon exercise or receipt of (or the lapse of restrictions relating to) such Award with a Fair Market Value equal to the amount of such taxes or (ii) delivering to the Company Shares other than Shares issuable upon exercise or receipt of (or the lapse of restrictions relating to) such Award with a Fair Market Value equal to the amount of such taxes. The election, if any, must be made on or before the date that the amount of tax to be withheld is determined.
- (b) Tax Bonuses. The Committee, in its discretion, shall have the authority, at the time of grant of any Award under this Plan or at any time thereafter, to approve cash bonuses to designated Participants to be paid upon their exercise or receipt of (or the lapse of restrictions relating to) Awards in order to provide funds to pay all or a portion of federal and state taxes due as a result of such exercise or receipt (or the lapse of such restrictions). The Committee shall have full authority in its discretion to determine the amount of any such tax bonus.

Section 9. General Provisions.

- (a) No Rights to Awards. No Eligible Person, Participant or other Person shall have any claim to be granted any Award under the Plan, and there is no obligation for uniformity of treatment of Eligible Persons, Participants or holders or beneficiaries of Awards under the Plan. The terms and conditions of Awards need not be the same with respect to any Participant or with respect to different Participants.

- (b) Award Agreements. No Participant will have rights under an Award granted to such Participant unless and until an Award Agreement shall have been duly executed on behalf of the Company and, if requested by the Company, signed by the Participant.
- (c) No Limit on Other Compensation Arrangements. Nothing contained in the Plan shall prevent the Company or any Affiliate from adopting or continuing in effect other or additional compensation arrangements, and such arrangements may be either generally applicable or applicable only in specific cases.
- (d) No Right to Employment. The grant of an Award shall not be construed as giving a Participant the right to be retained in the employ of the Company or any Affiliate, nor will it affect in any way the right of the Company or an Affiliate to terminate such employment at any time, with or without cause. In addition, the Company or an Affiliate may at any time dismiss a Participant from employment free from any liability or any claim under the Plan, unless otherwise expressly provided in the Plan or in any Award Agreement.
- (e) Governing Law. The validity, construction and effect of the Plan or any Award, and any rules and regulations relating to the Plan or any Award, shall be determined in accordance with the laws of the State of Minnesota.
- (f) Severability. If any provision of the Plan or any Award is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction or would disqualify the Plan or any Award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Committee, materially altering the purpose or intent of the Plan or the Award, such provision shall be stricken as to such jurisdiction or Award, and the remainder of the Plan or any such Award shall remain in full force and effect.
- (g) No Trust or Fund Created. Neither the Plan nor any Award shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Company or any Affiliate and a Participant or any other Person. To the extent that any Person acquires a right to receive payments from the Company or any Affiliate pursuant to an Award, such right shall be no greater than the right of any unsecured general creditor of the Company or any Affiliate.
- (h) No Fractional Shares. No fractional Shares shall be issued or delivered pursuant to the Plan or any Award, and the Committee shall determine whether cash shall be paid in lieu of any fractional Shares or whether such fractional Shares or any rights thereto shall be canceled, terminated or otherwise eliminated.
- (i) Headings. Headings are given to the Sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any provision thereof.
- (j) Other Benefits. No compensation or benefit awarded to or realized by any Participant under the Plan shall be included for the purpose of computing such Participant's compensation under any compensation-based retirement, disability, or similar plan of the Company unless required by law or otherwise provided by such other plan.

#### Section 10. Effective Date of the Plan.

The Plan, as amended and restated on May 18, 2006, shall be effective upon its adoption by the Board, *provided, however*, that in the event the Plan, as amended and restated on May 18, 2006 is not approved by the stockholders of the Company within one year thereafter, the Plan as it existed prior to the amendment and restatement, will remain effective but all Performance Awards granted subsequent to Board approval of the Plan, as amended and restated, will be terminated and deemed null and void, *provided, however*, that with respect to any Shares (including Shares of Restricted Stock) issued under the Plan prior to such termination, the Plan shall be deemed to be effective

Section 11. Term of the Plan.

Awards shall only be granted under the Plan during a 10-year period beginning on the effective date of the Plan. However, unless otherwise expressly provided in the Plan or in an applicable Award Agreement, any Award theretofore granted may extend beyond the end of such 10-year period, and the authority of the Committee provided for hereunder with respect to the Plan and any Awards, and the authority of the Board of Directors of the Company to amend the Plan, shall extend beyond the termination of the Plan.

**C.H. ROBINSON WORLDWIDE, INC.**

**8100 Mitchell Road**

**Eden Prairie, MN 55344**

**ANNUAL MEETING OF STOCKHOLDERS**

**Thursday, May 18, 2006**

**10:00 a.m., Central Daylight Savings Time**

**C.H. Robinson Worldwide, Inc.**

**8855 Columbine Road, Eden Prairie, Minnesota**

**Proxy**

**This Proxy is solicited by the Board of Directors**

The undersigned hereby appoints John P. Wiehoff and Linda U. Feuss, or either of them, with full power of substitution to each, as attorneys and proxies to represent the undersigned at the Annual Meeting of Stockholders of C.H. Robinson Worldwide, Inc. to be held in the branch office of C.H. Robinson Worldwide, Inc., 8855 Columbine Road, Eden Prairie, Minnesota on the 18<sup>th</sup> day of May, 2006, at 10:00 a.m. C.D.T. and at any adjournment(s) thereof, and to vote all shares of Common Stock which the undersigned may be entitled to vote at said meeting as directed below with respect to the proposals as set forth in the Proxy Statement, and in their discretion upon any other matters that may properly come before the meeting:

**This Proxy, when properly executed, will be voted as directed herein by the undersigned stockholder. If no direction is made, this Proxy will be voted FOR the election of each of the director nominees listed under Proposal 1 and FOR Proposals 2 and 3. The tabulator cannot vote your shares unless you sign and return this Proxy.**

*See Reverse for voting instructions.*



When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation please sign in full corporate name by president or other authorized officer. If a partnership, please sign in partnership name by authorized person.